

# ITEL

December 27, 1991

## IteI Rail Corporation

550 California Street  
San Francisco, CA 94104  
(415) 984-4200

RECORDATION NO. 166891  
FILED 1025

DEC 30 1991 -3 05 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 166891  
FILED 1025

DEC 30 1991 -3 05 PM

INTERSTATE COMMERCE COMMISSION

Honorable Sidney L. Strickland, Jr., Esq.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: ITEL RAIL TRUST NO. 89-7

- 1) Lease Supplement No. 3
- 2) Security Agreement and Trust Indenture Supplement No. 2

Dear Mr. Strickland:

On behalf of IteI Rail Corporation, the above instruments, in six (6) counterparts each, are hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$32 recordation fee.

Please record Lease Supplement No. 3 under the Equipment Lease Agreement ("Equipment Lease") dated as of December 14, 1989, which was filed with the ICC on December 28, 1989, under Recordation No. 16689.

The parties to the Equipment Lease are listed below:

First Security Bank of Utah, N.A.,  
as Owner Trustee under IteI Rail Trust No. 89-7  
79 South Main Street  
Salt Lake City, Utah 84111

(Lessor)

IteI Rail Corporation  
550 California Street  
San Francisco, California 94104

(Lessee)

Lease Supplement No. 3 identifies certain units of Equipment which have been remarked to new reporting marks through June 30, 1991.

Please record Security Agreement and Trust Indenture Supplement No. 2 under the same recordation number as the Equipment Lease.

Honorable Sidney L. Strickland, Jr., Esq.  
December 27, 1991  
Page Two

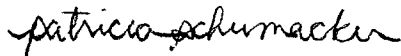
The parties to the Security Agreement are listed below:

First Security Bank of Utah, N.A., (Assignor)  
as Owner Trustee under Itel Rail Trust No. 89-7  
79 South Main Street  
Salt Lake City, Utah 84111

Continental Bank, National Association, (Assignee)  
as Indenture Trustee  
231 South LaSalle Street, 7th Floor  
Chicago, Illinois 60697

Security Agreement and Trust Indenture Supplement No. 2 identifies certain units of Equipment subject to Lease Supplement No. 3, which have been remarked to new reporting marks through June 30, 1991, which newly remarked Equipment have been assigned by the Assignor to the Assignee pursuant to the Security Agreement.

Very truly yours,



Patricia Schumacker  
Legal Assistant

Enclosures

RECORDATION NO. 16689 FILED 1488  
DEC 30 1991 -3 05 PM  
INTERSTATE COMMERCE COMMISSION

**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 2**

**SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 2**  
("INDENTURE SUPPLEMENT NO. 2") dated as of November 19, 1991, between FIRST SECURITY BANK OF UTAH, N.A., a national banking association, not individually but solely as Owner Trustee ("Owner Trustee") under ITTEL RAIL TRUST NO. 89-7, and CONTINENTAL BANK, NATIONAL ASSOCIATION, a national banking association ("Indenture Trustee").

**WHEREAS**, Owner Trustee and Indenture Trustee are parties to a Security Agreement and Trust Indenture, as supplemented (as supplemented, the "Trust Indenture") dated as of December 14, 1989, between Owner Trustee and Indenture Trustee, which was filed and recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989, and given Recordation No. 16689-C; and

**WHEREAS**, Section 3.6 of the Trust Indenture provides that, upon the concurrence of both the Owner Trustee and the Indenture Trustee, the Owner Trustee shall exercise any right conferred upon the Owner Trustee to terminate, amend, supplement, waive or modify the Lease (defined hereinbelow) pursuant to Section 22.7 thereof; and

**WHEREAS**, the Owner Trustee, as Lessor, leased to Itel Rail Corporation (the "Lessee") one hundred eleven (111) units of railroad equipment pursuant to an Equipment Lease Agreement, as supplemented (as supplemented, the "Lease"), dated as of December 14, 1989, between the Owner Trustee, as Lessor, and the Lessee, which was filed and recorded with the ICC pursuant to 49 U.S.C. Section 11303(a) on December 28, 1989, and given Recordation No. 16689; and

**WHEREAS**, the Lease requires the Owner Trustee and the Lessee to file periodic supplements to the Lease to reflect changes in the reporting marks of certain of the units of Equipment; and

**WHEREAS**, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain units of Equipment set forth in periodic supplements to the Lease.

**NOW, THEREFORE**, pursuant to the premises and the covenants and promises contained in the Trust Indenture, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Trust Indenture, unless otherwise stated.
2. The Trust Indenture is hereby supplemented as follows:
  - (i) Schedule A-1 attached hereto reflects changes in the reporting marks of certain units of Equipment for the period December 15, 1989, to December 31, 1990.

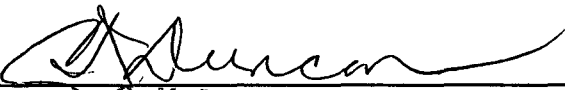
- (ii) Schedule A-2 attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1991, to June 30, 1991.

**FIRST SECURITY BANK OF UTAH, N.A.,**  
not individually but solely as Owner Trustee  
under IteI Rail Trust No. 89-7

By   
Name: **LARRY C MONTGOMERY**  
Title: **TRUST ADMINISTRATOR**

**AS OWNER TRUSTEE**

**CONTINENTAL BANK,  
NATIONAL ASSOCIATION**

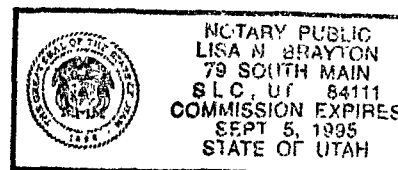
By   
Name: **C. K. DUNCAN**  
Title: **TRUST OFFICER**

**AS INDENTURE TRUSTEE**

STATE OF UTAH )  
 ) ss.  
COUNTY OF SALT LAKE )

On this 1<sup>st</sup> day of December, 1991, before me personally appeared LARRY C MONTGOMERY, personally known to me to be the person who executed the within instrument as a TRUST ADMINISTRATOR of First Security Bank of Utah, N.A., and acknowledged to me that the corporation executed it.

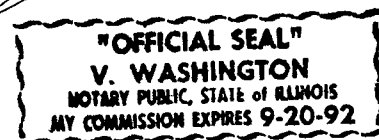
Lisa N. Brayton  
Notary Public



STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF COOK )

On this 18 day of DECEMBER, 1991, before me personally appeared C. K. DUNCAN, personally known to me to be the person who executed the within instrument as TRUST OFFICER of Continental Bank, National Association, and acknowledged to me that the corporation executed it.

V. Washington  
Notary Public



**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 2  
TO ITEL RAIL TRUST NO. 89-7**

**SCHEDULE A-1**

**Remarks for Period 12/15/89 to 12/31/90**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
CSXT	135785	HS	14396
CSXT	135959	GTRA	2074
CSXT	135967	GTRA	2073
CSXT	135969	HS	14386
CSXT	135973	HS	14376
CSXT	135981	HS	14397
CSXT	135989	HS	14393
CSXT	135991	HS	14382
CSXT	135992	HS	14405
CSXT	135993	HS	14394
FRDN	26820	KBSR	26820
FRDN	26821	KBSR	26821
FRDN	26822	KBSR	26822
FRDN	26826	KBSR	26826
FRDN	26827	KBSR	26827
SBD	135824	GTRA	2096
SBD	135832	CSXT	135832
SBD	135845	GTRA	2094

**SUPPLEMENT NO. 2**  
**TO ITEL RAIL TRUST NO. 89-7**  
**SCHEDULE A-2 (continued)**  
**Remarks for Period 1/1/91 to 6/30/91**

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
SBD	135834	HS	14418
SBD	135863	MDR	9041